

RECORDATION NO. 19743-B FILED

FEB 20 '04 12:44 PM

SURFACE TRANSPORTATION BOARD

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February 20, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Release of Security Interest, dated as of February 17, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement filed with the Commission under Recordation Number 19743.

The name and address of the party to the enclosed document are:

Trustee: BNY Midwest Trust Company  
(successor to interest to Harris Trust  
and Savings Bank)  
2 North LaSalle Street  
Suite 1020  
Chicago, IL 60602

[Railroad: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179]

Mr. Vernon A. Williams  
February 20, 2004  
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A description of the railroad equipment covered by the enclosed document  
is:

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
47	100-ton coil steel cars	UP	249000--249003, 249009--249051 inclusive
80	Appliance boxcars	UP	369100--369179 inclusive
174	Bi-level autoracks	MP	9149--9322 inclusive
129	Tri-level autoracks	MP	8957--9085 inclusive
63	Extended height autoracks	MP	9086--9148 inclusive

A short summary of the document to appear in the index follows:

Bill Sale and Release of Security Interest

Also enclosed is a check in the amount of \$30.00 payable to the order  
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**BILL OF SALE AND RELEASE OF SECURITY INTEREST**

WHEREAS, by a certain Equipment Trust Agreement, dated as of December 1, 1995, executed by Harris Trust and Savings Bank, now BNY Midwest Trust Company, as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust Series F" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");

WHEREAS, the Agreement was filed on December 1, 1995 under Recordation Number 19743 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, BNY Midwest Trust Company, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 17th day of February, 2004

BNY MIDWEST TRUST COMPANY,  
as Trustee

By: 

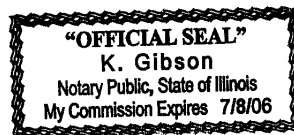
Name: D. G. Donovan

Title: Assistant Vice President

STATE OF ILLINOIS       )  
                                      ) ss:  
COUNTY OF COOK       )

On this 17th day of February, 2004, before me personally appeared D. G. Donovan, to me personally known, who, being by me duly sworn, did say this he/she is Assistant Vice President of BNY Midwest Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

  
NOTARY PUBLIC



**EXHIBIT A**

(Equipment Trust Agreement dated as of December 1, 1995)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
47	100-ton coil steel cars	UP	249000--249003, 249009--249051 inclusive
80	Appliance boxcars	UP	369100--369179 inclusive
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